

2550 Golf Road
Rolling Meadows, IL 60008

Telephone: 312/640-7000



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7548-K
through
7548-R

No. 4-283A163

Date OCT 9 1984

Fee \$ 80.00

EXEMPTION NO. 7548-K-7548-R Filed OCT 9 1984

OCT 9 1984 - 3 15 PM

ICC Washington, D. C.

INTERSTATE COMMERCE COMMISSION

August 30, 1984

ICC OFFICE OF
THE SECRETARY
OCT 9 2 03 PM '84
MOTOR OPERATING UNIT

Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Secretary:

Pursuant to 49 U.S.C. §11303 and the rules and regulations promulgated thereunder, as amended, we hand you herewith for filing six fully executed counterparts of that certain Second Amendment to Agreement and Indenture (Security Agreement) (the "Second Amendment") and six fully executed counterparts of an Assignment of Lease (the "April 15th Assignment"), each dated as of April 15, 1984. The parties to the Second Amendment are:

Debtor: Evans Railcar Leasing Company
The East Tower, Suite 1000
2550 Golf Road
Rolling Meadows, Illinois 60008

Secured Party: Chemical Bank
55 Water Street
New York, New York 10041

The parties to the April 15th Assignment are:

Assignor: Evans Railcar Leasing Company
The East Tower, Suite 1000
2550 Golf Road
Rolling Meadows, Illinois 60008

Assignee: Chemical Bank
55 Water Street
New York, New York 10041

Secretary
Interstate Commerce Commission

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We also hand you for filing three fully executed counterparts of that certain Supplemental Agreement (the "Supplemental Agreement") and three fully executed counterparts of each of five separate Assignments of Leases (the "April 6th Assignments"), all dated as of April 6, 1984. The parties to the Supplemental Agreement are:

Debtor: Evans Railcar Leasing Company
The East Tower, Suite 1000
2550 Golf Road
Rolling Meadows, Illinois 60008

Secured Party: Chemical Bank
55 Water Street
New York, New York 10041

The parties to the five separate April 6th Assignments are:

Assignor: Evans Railcar Leasing Company
The East Tower, Suite 1000
2550 Golf Road
Rolling Meadows, Illinois 60008

Assignee: Chemical Bank
55 Water Street
New York, New York 10041

A description of the equipment being deleted from the Agreement and Indenture (Security Agreement) referred to in the next succeeding paragraph pursuant to the Supplemental Agreement and by the Second Amendment is attached hereto as Exhibits A and B, respectively; a description of the equipment being added to said Indenture and Agreement pursuant to the Supplement Agreement and the Second Amendment is attached hereto as Exhibits C and D, respectively; a description of the leases covered by the April 15th Assignment is attached hereto as Exhibit E; and a description of the leases covered by the April 6th Assignments is attached hereto as Exhibit F.

The enclosed documents relate to that certain Agreement and Indenture (Security Agreement) dated as of May 1, 1974 and recorded with Interstate Commerce Commission on June 25, 1974 as ICC Recordation No. 7548. Accordingly, we

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Interstate Commerce Commission

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request that the documents be filed as subfilings under that number.

Enclosed herewith is a check in the amount of \$80 in payment of the applicable recording fees.

Since these documents are being delivered to you by hand, we would appreciate it if you would return to the bearer the duly stamped counterparts of the Supplemental Agreement and Assignments not required to be kept by you, or, if it is not possible to return them to the bearer, send them to: Mr. Ronald M. Neifield, Rosenthal and Schanfield, 55 East Monroe Street, Suite 4620, Chicago, Illinois 60603.

Very truly yours,

EVANS RAILCAR LEASING COMPANY


Assistant Secretary

Enclosures

OCT 9 1984 -3 15 PM

7548-11

SUPPLEMENTAL AGREEMENT INTERSTATE COMMERCE COMMISSION

This Supplemental Agreement dated as of April 6, 1984, is by and between Chemical Bank (hereinafter called the "Trustee") and Evans Railcar Leasing Company, an Illinois Corporation, by name change successor to United States Railway Leasing Company (hereinafter called the "Company").

W I T N E S S E T H:

WHEREAS, the Trustee and the Company have executed and delivered with and to each other that certain Agreement and Indenture (Security Agreement), Issue R, dated as of May 1, 1974, (hereinafter called the "Agreement"); and

WHEREAS, the Agreement was recorded with the Interstate Commerce Commission in accordance with 49 USC Section 11303 and assigned Recordation No. 7548; and

WHEREAS, pursuant to said Agreement, the Company granted the Trustee a security interest in certain railroad cars (hereinafter called the "Trust Equipment"); and

WHEREAS, the Company and the Trustee desire to modify and amend the Agreement to reflect changes in identifying marks with respect to certain units of Trust Equipment.

NOW, THEREFORE, in consideration of the promises, covenants and agreements hereinafter set forth, it is agreed by and between the parties hereto that:

1. The Agreement is hereby amended by deleting from Exhibit A thereof, the cars numbers described in Exhibit A hereto (hereinafter called "Deleted Car Numbers"), and subjecting to the lien thereof and adding to Exhibit A thereof, the car numbers described in Exhibit B hereto (hereinafter called "Replacement Car Numbers").

2. The term "Trust Equipment" as used in the Agreement shall hereafter, for all purposes, include the Replacement Car Numbers and shall not hereafter include the Deleted Car Numbers.

3. The Company will promptly cause this Supplemental Agreement to be filed and recorded with the Interstate Commerce Commission and recorded in accordance with 49 USC 11303.

4. Except as amended and supplemented hereby, the Agreement shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Agreement to be duly executed as of the 6th day of April, 1984.

[CORPORATE SEAL]

ATTEST:

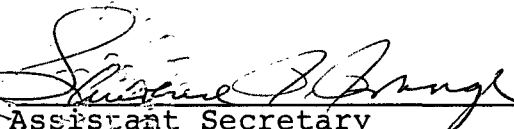

Assistant Secretary

CHEMICAL BANK, as Trustee

By: 
TRUST OFFICER

[CORPORATE SEAL]

ATTEST:


Assistant Secretary

EVANS RAILCAR LEASING COMPANY


By: 

EXHIBIT A
ISSUE R
"DELETED CAR NUMBERS"

<u>Description</u>	<u>Reporting Marks</u>
24 Boxcars	USLX-50030 USLX-50032 USLX-50035-50036 USLX-50038-50039 USLX-50050-50051 USLX-50053-50062 USLX-50065 USLX-50067 USLX-50070-50073
3 Boxcars	USLX 50031 USLX 50033-50034

EXHIBIT B

ISSUE R

"REPLACEMENT CAR NUMBERS"

Description

Reporting Marks

24 Boxcars

NTR 2001-2024

3 Boxcars

USLX 50312-50314

STATE OF New York
CITY AND COUNTY OF New York

On this 17 day of MAY, 1984, before me personally appeared P. J. GILKESON and Glenn E. Mitchell, to me personally known, who, being by me duly sworn, say that they are ~~Vice President~~ TRUST OFFICER and Assistant Secretary, respectively, of Chemical Bank

that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My commission expires:

March 30, 1985

Emily Fayon
Notary Public

EMILY FAYAN
Notary Public, State of New York
No. 24-4737006
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1985

STATE OF

COUNTY OF COOK

On this 6th day of April, 1984, before me personally appeared Paul R. Leak and Laurence Prange, to me personally known, who, being by me duly sworn, say that they are Vice President and Assistant Secretary, respectively, of EVANS RAILCAR LEASING COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My commission expires:

February 4, 1985

Susan Muehlefeld
Notary Public